

Fill in this information to identify the case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF TEXASCase number (if known): _____ Chapter **11**☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy**04/19**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name	<u>WC 56 East Avenue, LLC</u>	
2. All other names debtor used in the last 8 years		
	Include any assumed names, trade names and <i>doing business as</i> names	
3. Debtor's federal Employer Identification Number (EIN)	<u>4 7 - 2 6 9 4 8 0 9</u>	
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>814 Lavaca Street</u>	
	Number Street	Number Street
		P.O. Box
	<u>Austin TX 78701</u>	
	City State ZIP Code	City State ZIP Code
	<u>Travis</u>	Location of principal assets, if different from principal place of business
	County	
		<u>56 East Avenue, Austin, TX 78701</u>
		Number Street
		City State ZIP Code
5. Debtor's website (URL)		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	

Debtor **WC 56 East Avenue, LLC**

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes. Debtor **See attached list** Relationship _____

District _____ When _____

MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor _____ Relationship _____

District _____ When _____

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?*Check all that apply:*☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** *(Check all that apply.)*☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?**

Number Street

City State ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*☒ Funds will be available for distribution to unsecured creditors.☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

Debtor **WC 56 East Avenue, LLC**

Case number (if known) _____

- 14. Estimated number of creditors**
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |
- 15. Estimated assets**
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |
- 16. Estimated liabilities**
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

- 17. Declaration and signature of authorized representative of debtor**
- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - ☒ I have been authorized to file this petition on behalf of the debtor.
 - ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/02/2019
MM / DD / YYYY

X /s/ Brian Elliott
Signature of authorized representative of debtor

Brian Elliott
Printed name

Title Corporate Counsel

18. Signature of attorney

X /s/ Morris D. Weiss
Signature of attorney for debtor

Date 12/02/2019
MM / DD / YYYY

Morris D. Weiss
Printed name

Waller Lansden Dortch & Davis, LLP
Firm name

100 Congress Avenue, 18th Floor
Number Street

Austin
City

TX **78701**
State ZIP Code

(512) 685-6400
Contact phone

morris.weiss@wallerlaw.com
Email address

21110850
Bar number

State

List of Affiliated Entities Filed:

Debtor	Relationship	District	Case No.	Date Filed
5 th and Red River, LLC	Affiliate	Western Dist. of TX, Austin Division	19-11527	11/4/19
7400 South Congress, LLC	Affiliate	Western Dist. of TX, Austin Division	19-11528	11/4/19
900 Cesar Chavez, LLC	Affiliate	Western Dist. of TX, Austin Division	19-11529	11/4/19
905 Cesar Chavez, LLC	Affiliate	Western Dist. of TX, Austin Division	19-11530	11/4/19

Fill in this information to identify the case:Debtor name WC 56 East Avenue, LLCUnited States Bankruptcy Court for the: WESTERN DISTRICT OF TEXASCase number _____
(if known)☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claims resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Travis County Tax Assessor Attn: Bruce Elfant 5501 Airport Blvd Austin, TX 78751		Taxes				\$231,699.90
2 CBRE, Inc. 500 W. 2nd Street, Suite 1700 Austin, TX 78701		Services				\$11,832.14
3 The Brandt Companies, LLC 1340 Airport Commerce Dr Ste 575 Austin, TX 78741		Services				\$9,267.36
4 AirCo Mechanical, Ltd. 9200 Waterford Centre Blvd Austin, TX 78758		Services				\$5,966.74
5 City of Austin P.O. Box 2267 Austin, TX 78783		Utilities				\$2,033.96

Debtor **WC 56 East Avenue, LLC**

Case number (if known) _____

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 Austin Coatings, Inc. 1617 Ferguson Ln Austin, TX 78754		Services				\$1,571.28
7 Jackson Walker LLP 100 Congress Avenue, Suite 1100 Austin, TX 78701		Services				\$1,479.00
8 Alliance Tax Advisors 433 E. Las Colinas Blvd. Ste. 300 Irving, TX 75039		Services				\$250.00
9 Zengistics, Inc. Attn: Ryan Moore 3330 N. IH 35, Ste. 450 Austin, TX 78750		Contract/Lease				\$0.00
10 Texas Comptroller of Public Accounts Revenue Accounting Division - Bankruptcy P.O. Box 13528 Capitol Station		Franchise Tax				\$0.00

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE: **WC 56 East Avenue, LLC**

CASE NO

CHAPTER **11**

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 12/2/2019

Signature /s/ Brian Elliott
Brian Elliott
Corporate Counsel

Date _____

Signature _____

56 East Avenue, LP
100 Congress Avenue, Ste. 1300
Austin, TX 78701

AirCo Mechanical, Ltd.
9200 Waterford Centre Blvd
Austin, TX 78758

Alliance Tax Advisors
433 E. Las Colinas Blvd.
Ste. 300
Irving, TX 75039

Austin Coatings, Inc.
1617 Ferguson Ln
Austin, TX 78754

CBRE, Inc.
500 W. 2nd Street, Suite 1700
Austin, TX 78701

City of Austin
P.O. Box 2267
Austin, TX 78783

Graves Dougherty Hearon & Moody, P.C.
Attn: D. King, W. Christian & B. Cumings
401 Congress Ave., Ste. 2700
Austin, TX 78701

Internal Revenue Service
Centralized Insolvency Office
P.O. Box 7346
Philadelphia, PA 19101-7346

Jackson Walker LLP
100 Congress Avenue, Suite 1100
Austin, TX 78701

Natin Paul
814 Lavaca Street
Austin, TX 78701

Texas Comptroller of Public Accounts
Revenue Accounting Division - Bankruptcy
P.O. Box 13528 Capitol Station
Austin, TX 78711

The Brandt Companies, LLC
1340 Airport Commerce Dr Ste 575
Austin, TX 78741

Travis County Attorney's Office
Attention: County Attorney
P.O. Box 1748
Austin, TX 78767

Travis County Tax Assessor
Attn: Bruce Elfant
5501 Airport Blvd
Austin, TX 78751

U.S. Real Estate Credit Holdings III,
11755 Wilshire Blvd., Suite 1425
Los Angeles, CA 90025

U.S. Real Estate Credit Holdings III-A,
11755 Wilshire Blvd., Suite 1425
Los Angeles, CA 90025

United States Trustee
903 San Jacinto, Ste. 230
Austin, TX 78701

WCRE Management, LLC
401 Congress Avenue, 33rd Floor
Austin, TX 78701

Westlake Industries, LLC
11500 Metric Blvd, Suite 285
Austin, TX 78758

Zengistics, Inc.
Attn: Ryan Moore
3330 N. IH 35, Ste. 450
Austin, TX 78750

**UNANIMOUS WRITTEN CONSENT OF THE MANAGING MEMBER
OF WC 56 EAST AVENUE, LLC**

December 2, 2019

Pursuant to and in accordance with Section 18-404 of the Delaware Limited Liability Company Act (the “*Act*”) and Section 14 of the Second Amended and Restated Limited Liability Company Agreement of WC 56 East Avenue, LLC (the “*Company*”) dated December 12, 2017 (the “*Operating Agreement*”)¹, the undersigned, constituting the managing member (the “*Managing Member*”) of the Company, hereby take action, without holding a meeting, providing notice, or taking a vote, and consent to the adoption of the following resolutions as of the date first written above:

WHEREAS, the following resolutions are being adopted by the Managing Member in the name and on behalf of the Company, acting (i) in their own capacity, and (ii) as officers of the Company (such capacities being referred to herein as the “*Applicable Capacities*”); and

WHEREAS, Section 14 of the Operating Agreement provides that the business affairs of the Company shall be managed under the direction of the Managing Member in the ordinary course of business; and

WHEREAS, it is desirable and in the best interest of the Company, its creditors, its equity holders, and other interested parties, that a petition (the “*Petition*”) be filed seeking relief under the provisions of Chapter 11 of Title 11, United States Code (the “*Bankruptcy Code*”) in which the authority to operate as a debtor-in-possession will be sought.

NOW THEREFORE, IT IS HEREBY RESOLVED, that the Managing Member finds that the execution, delivery, and filing of the Petition is necessary and convenient to the conduct, promotion, and attainment of the business and purpose of the Company and that the execution, delivery, and filing of the Petition, is reasonably expected to directly and indirectly benefit the Company and is in the best interest of the Company; and it is further

RESOLVED, that in the judgment of the Managing Member, it is desirable and in the best interest of the Company, its creditors, its equity holders, and other interested parties, that the Petition be filed seeking relief under the provisions of Chapter 11 of the Bankruptcy Code in which the authority to operate as a debtor-in-possession will be sought, and the filing of the Petition is authorized hereby, and the Company shall initiate a case and proceedings; and it is further

RESOLVED, that the Managing Member, Brian Elliott as counsel to the Managing Member, and any duly elected and appointed officers of the Company (collectively, the “*Authorized Persons*” and each an “*Authorized Person*”) be, and hereby are, authorized and

¹ All capitalized terms used herein and not otherwise defined shall have the same meaning as ascribed to them in the Operating Agreement.

directed, for and on behalf of the Company, to execute and verify the Petition in the name of the Company under Chapter 11 of the Bankruptcy Code and cause the same to be filed in the United States Bankruptcy Court for the Western District of Texas, in their Applicable Capacities, and without necessity for joinder or consent of any other person, with such changes therein as such Authorized Person executing the same shall approve, such approval to be evidenced conclusively by his or her execution and delivery of the Petition; and it is further

RESOLVED, that the Authorized Persons, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the Company, to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, or desirable in connection with the Company's chapter 11 case (the "**Chapter 11 Case**") or the chapter 11 filings, including, without limitation, (i) the payment of fees, expenses, and taxes such Authorized Person deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing, and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates, and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Chapter 11 Case with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard) ; and it is further

RESOLVED, that the Authorized Persons of the Company, or any of them, are hereby authorized to execute, verify and/or file or cause to be filed (or direct others to do so on their behalf), all documents including, without limitation, petitions, schedules, lists, affidavits, motions, pleadings, and other papers, and to take any and all action which they deem necessary or proper in connection with such proceedings under Chapter 11, and in that connection to retain and employ Waller Lansden Dortch & Davis, LLP, as principal bankruptcy counsel; and to retain and employ other legal counsel or professionals which they may deem necessary or proper with a view to the successful conclusion of such bankruptcy case (together, the "**Restructuring Professionals**"); and it is further

RESOLVED, that the Authorized Persons of the Company are hereby authorized and directed to execute retention agreements, pay retainers, prior to, immediately upon and after the filing of the bankruptcy case, and to cause to be filed an application for authority to retain the services of the Restructuring Professionals; and it is further

RESOLVED, that the Authorized Person is hereby authorized to give, make, sign, execute and deliver any agreements, letters, notices, certificates, acknowledgements, receipts, authorizations, instructions, releases, waivers, proxies, appointments of agents for service of process and other documents (whether of a like nature or not) (collectively, "**Ancillary Documents**") as may in the sole opinion and absolute discretion of any Authorized Person be considered necessary or desirable for the purpose of giving effect to, consummating, completing, or procuring the performance and completion of the transactions contemplated by the foregoing

resolutions, and to do all such acts and things and to agree to all fees, as might in the sole opinion and absolute discretion of any Authorized Person be necessary or desirable for the purposes aforesaid; and it is further

RESOLVED, the Ancillary Documents be in such form as any Authorized Person shall in such Authorized Person's absolute discretion and sole opinion approve, the signature of such Authorized Person on any of the Ancillary Documents being due evidence for all purposes of such Authorized Person's approval of the terms thereof on behalf of the Company; and it is further

RESOLVED, that any and all past actions heretofore taken by any Authorized Person or any member of the Company in the name and on behalf of the Company in furtherance of any or all of the foregoing resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects; and it is further

RESOLVED, that any or all of the foregoing resolutions may be executed in any number of counterparts, and transmitted by facsimile or in portable document format (.pdf), each of which when executed shall have the same force and effect as an original instrument, and all of which shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has executed this Consent, effective as of the date first written above.

MANAGING MEMBER:

WC 56 EAST AVENUE MM, LLC,
a Delaware limited liability company

By: _____

Name:  Natin Paul

Title: President